

## ESTÁCIO PARTICIPAÇÕES S.A.

Publicly-Held Company  
Corporate Taxpayer's ID (CNPJ MF) 08.807.432/0001-10  
State Registry (NIRE) 33.3.0028205-0

### MATERIAL FACT

Acquisition of 100% of UniToledo shares

**Estácio Participações S.A.** ("Company"; "YDUQS") - (B3: YDUQ3; OTC: YDUQY), pursuant with the provisions of art. 157, §4 of the Law No 6,404/76 ("Lei das S.A.") and in compliance with CVM instruction No. 358 hereby informs the market and the general public that on this day it has signed, through its wholly-owned subsidiary Sociedade de Ensino Superior Estácio de Sá LTDA ("SESES") a private purchase and sales instrument to acquire 100% ("Transaction") of Sociedade de Ensino Superior Toledo LTDA ("UniToledo") equity.

The acquisition of UniToledo is a milestone in YDUQS history. For the first time, the brand of an acquired company will be preserved. This is a reflection of our new business approach, which led to the creation of YDUQS in July – a more flexible mindset to support our growth potential.

Bellow follows more details of the Transaction:

**Asset Description:** Founded in 1966, UniToledo is a traditional, distinctive, higher education institution, recognized for its services in undergraduate and graduation courses. The institution has a privileged location in the center of Araçatuba city, northwest of São Paulo. With more than 5,300 students on-campus and 3,155 authorized annual openings, UniToledo has the status of Academic Center and a portfolio of 25 undergraduate and 18 postgraduate courses, as well as technical courses.

**Quality:** In 2017, UniToledo achieved grade 4 in General Course Index ("IGC") and, in 2018, it was awarded with a 5 score in Institutional Concept ("CI") index, both granted by the Ministry of Education.

**Distance Learning (DL):** UniToledo is currently in the final phase of authorization to launch its DL operations which, if granted, will allow the institution to open up to 250 centers per year – considering its current CI score.

**Strategic Rationale:** The acquisition of UniToledo is aligned with YDUQS's strategy of growing in the interior of São Paulo's state, a high potential market. UniToledo's premium positioning reflects its 50 years tradition in the education sector and wide brand recognition. YDUQS intends to maintain UniToledo's brand to leverage growth both on-campus and, potentially, through DL – not only in the city of Araçatuba, but in other cities in the region. In addition, the integration of UniToledo's will enable the capture of operational synergies and portfolio improvement with new courses.

**Transaction value and payment:** The agreed amount of the transaction was R\$102.5 million, to be paid as follows: (i) 53.7% of the amount or R\$55.0 million, in cash, on the Closing Day of the transaction; and (ii) the remaining balance of R\$47.5 million in three annual and consecutive instalments starting from the first anniversary of the Closing Day. In addition to the aforementioned value, the Company agreed to pay an extra R\$15.0 million to UniToledo if the institution succeeds in the accreditation of its Distance Learning operation. This additional amount may vary depending on the date the DL centers authorization is granted.

**Financial Performance:** In 2018, UniToledo reported EBITDA in IFRS-16 of R\$12.2 million and Net Revenues of R\$42.7 million.

**Conditions:** The conclusion of the Transaction is subject to precedent conditions and the approval by the Administrative Council for Economic Defense – CADE.

Rio de Janeiro, September 12, 2019.

**Gustavo Zeno**  
CFO and Investor Relations Officer